#5 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

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AT LAST!

THE X-MEN STRIKE BACK!

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Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! A surprise attack utterly destroyed the heroes' headquarters — and, battered and battleweary, most of the heroes have taken refuge in a tiny alien village, while Doom and his triumphant forces, in their own mighty citadel, plan the final, utter obliteration of their foes. Throughout all of this, the mighty Galactus has stood motionless atop a towering peak keeping a solemn, mysterious vigil, as if waiting for . . . something. Now, his vigil has *ended!*

Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

THE BATTLE OF FOUR ARMIES!

I SHOULD HAVE KNOWN--! I SHOULD HAVE *SUSPECTED* THIS!

WHAT IS IT, REED? WHAT DOES IT *MEAN*?

LOOK AT THE SIZE OF THAT THING! IT TAKES UP THE WHOLE SKY!

EVEN THOUGH IT'S STILL MILLIONS OF MILES AWAY!

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IT'S GALACTUS'S HOME!

IT'S... BIG!

HE MUST HAVE SUMMONED IT FROM THE FAR SIDE OF THE UNIVERSE!

BUT WHY?

IT AIN'T FOR OUR HEALTH, SON...

MAYBE IT'S A PRESENT FOR THE BEYONDER!

IT'S AS BIG AS A WHOLE SOLAR SYSTEM!

WOW!

HMMM

I DON'T KNOW WHAT YOU'RE SAYING, PRETTY LADY, BUT I CAN TELL YOU'RE AFRAID!

HMMMM

IF ONLY I COULD EXPLAIN TO YOU WHAT'S GOING ON --NOT THAT WE CAN DO ANYTHING ABOUT IT...

CALM DOWN! IT'LL BE OKAY ...I HOPE!

IF ONLY I COULD *TALK* TO YOU... BUT YOU DON'T SPEAK ENGLISH, AND I SURE DON'T DIG YOUR LINGO!

I GUESS I'D START BY THANKING YOU FOR FIXING UP MY BUSTED RIBS... BUT I THINK WE COULD HAVE A LOT MORE THAN A DOCTOR-PATIENT RELATIONSHIP!

HEY! WHERE ARE YOU TAKING ME? YOUR PLACE?!

UH, LOOK, IT'S NOT THAT I'D MIND, BUT THIS IS A HECK OF A TIME TO DUCK INTO THE PARLOR FOR SOME *R AND R!*

YOU'RE GOING TO FIX US BOTH A DRINK--IS THAT IT? HEY, YOU'RE ONE FAST MOVER, LADY!

IF THAT'S PEPSI COLA IN THAT BOTTLE, MAKE MINE A DOUBLE! I CAN USE A GOOD STIFF BELT ABOUT NOW!

VAPORS--?!

YOU...WANT ME TO...INHALE THIS STUFF? IS THAT IT?

OKAY... I TRUST YOU!

WHUH--! SMELLS SWEET, BUT STRONG!

NOW, *THAT* MEANS "SHUT UP AND *BREATHE*, JERK"! I CAN TELL!

HEY, THIS IS *WEIRD!* I FEEL LIKE...MY MIND IS OPENING UP LIKE A BOOK!

SUDDENLY, THE IMAGES IN HIS MIND'S EYE ARE HERS TO BEHOLD! SHE WITNESSES HIS MEMORIES OF THE RECENT PAST!

SHE SEES THOSE WHO WERE BROUGHT TO THIS WORLD WITH HIM --

-- TEAMMATES...

THING

MISTER FANTASTIC

...ALLIES...

SHE-HULK

IRON MAN

SPIDER-MAN

HAWKEYE

WASP

HULK

CAPTAIN AMERICA

THOR

CAPTAIN MARVEL

...SOME WHOSE ALLEGIANCE HE HOLDS IN DOUBT...

COLOSSUS

PROFESSOR XAVIER

STORM

CYCLOPS

ROGUE

MAGNETO

WOLVERINE

NIGHT-CRAWLER

...AND ONE HE KNOWS AS AN ENEMY!

SHE SEES THOSE WHO WERE BROUGHT IN A SEPARATE VESSEL --

--EVIL MEN POSSESSING AWESOME POWER...

MOLECULE MAN

DOCTOR OCTOPUS

KANG

BULL-DOZER

ULTRON

THE LIZARD

PILE-DRIVER

ABSORBING MAN

WRECKER

THUNDER-BALL

ENCHANTRESS

...THEIR LEADER-- A MAN HE HAD BELIEVED TO BE DEAD-- THE MOST FEARSOME ENEMY OF ALL...

DOCTOR DOOM

GALACTUS

...AND THE COSMIC FORCE GIVEN FORM AS A LIVING BEING, THE **PLANET-EATER**, THE MAJESTIC, DREADFUL ENTITY WHO LOOMS OVER THE VILLAGE, STANDING UPON A MOUNTAINTOP...WHOSE HOME-SHIP FILLS THE SKY!

SHE WITNESSES THE CREATION OF THE BATTLEWORLD --CONSTRUCTED FROM BITS AND PIECES STOLEN FROM MANY PLANETS, INCLUDING HER OWN DISTANT, PEACEFUL SPHERE!

SHE UNDERSTANDS THAT SHE AND HER PEOPLE, LIKE THE CITADELS AND WEAPONS BROUGHT HITHER, ARE BUT RAW MATERIAL FOR WAR--POTENTIAL INNOCENT VICTIMS... HOSTAGES, PERHAPS ...A **RESOURCE** FOR WARRING FACTIONS TO EXPLOIT!

SHE HEARS THE MYSTERIOUS **AUTHOR** OF THIS CONFLICT ADDRESS HIS CAPTIVE COMBATANTS...

I AM FROM BEYOND!

SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

SHE SEES THE FIRST **BATTLES**, AND TASTES WITH HIM THE SWEET MEMORY OF VICTORY--

--AS WELL AS THE DESPAIR OF DEFEAT. ALL TOO CLEARLY SHE FEELS THE TERROR OF BEING BURIED ALIVE UNDER BILLIONS OF TONS OF STONE --

--BUT THEN, TOO, SHE KNOWS THE EXULTATION OF **ESCAPE** FROM THAT MOST HORRIFIC DEATH!

DRIVEN FROM THEIR CITADEL, HE AND HIS FRIENDS FOUND REFUGE HERE IN HER VILLAGE. IN HIM SHE RELIVES THEIR MEETING. SHE FEELS THE PAIN FROM HIS INJURIES, THEN FEELS IT **EASE** UNDER HER HEALING TOUCH...

...AND NOW, SHE UNDERSTANDS MUCH...

THAT WAS NEAT! IT WAS LIKE... TOUCHING SOULS! I SAW IN YOUR MIND TOO, YOU KNOW... AND I LIKED WHAT I SAW!

I KNOW YOUR NAME NOW! I--I CAUGHT IT...

JAH-NEE!

I LOVE YOU, TOO, ZAH-SHEE... UMM...

ZSAJI...

YEAH...

MEANWHILE, FAR AWAY, WITHIN THE FORTRESS-LAIR OF **MAGNETO**, IN A DARKENED CHAMBER, THE X-MAN CALLED **COLOSSUS** WALLOWS IN AN OCEAN OF LONELINESS AND WORRY...

I WONDER WHERE SHE IS NOW... WHAT SHE'S DOING...

I WOULD GIVE ANYTHING... *ANYTHING!* JUST TO KNOW IF MY LITTLE KATYA IS SAFE AND WELL!

DO YOU MISS ME, KITTY, AS MUCH AS I MISS YOU? I LOVE YOU SO...

ALL MY BIG PLANS FOR US, FOR A FEW YEARS FROM NOW, WHEN YOU ARE OLD ENOUGH...WHAT ARE THEY NOW? DUST! LESS THAN THAT, I AM THINKING...

SOMETHING TELLS ME I WILL DIE HERE IN THIS WAR, BILLIONS OF MILES AWAY FROM YOU, KITTY! AND EVEN IF WE *WIN* -- WHO IS TO SAY THAT THE BEYONDER WILL SEND US HOME?

"SLAY YOUR ENEMIES..." THE BEYONDER SAID, AND HE WOULD GRANT OUR WISHES!

I KNOW WHAT MINE WOULD BE!

COLOSSUS! COME AT ONCE!

AHHH! Y-YES, PROFESSOR X! AT ONCE!

SECONDS LATER...

HOW QUICKLY THEY RESPOND, XAVIER! YOU HAVE TRAINED THEM WELL!

THEY ARE SLOWER THAN *I* AM CONTENT WITH, *MAGNETO!*

ACH! PERHAPS WE WOULD BE QUICKER, HERR PROFESSOR, IF THE FORCE OF YOUR TELEPATHIC SUMMONS DID NOT BOWL US OVER!

NONETHELESS, *NIGHTCRAWLER* REPORTING!

STORM IS PRESENT!

SO WE'RE *HERE*, ALREADY! WHAT'S THE RUSH?

THAT WILL BECOME EVIDENT VERY SOON, WOLVERINE!

PLEASE RETRACT THE DOME, MAGNETO!

WHAT ...IS *THAT?*

I HAVE TELEPATHICALLY GLEANED THIS INFORMATION FROM REED RICHARDS'S THOUGHTS--WHAT YOU SEE IS THE HOME OF GALACTUS--A SOLAR-SYSTEM-SIZED MECHANICAL CONSTRUCT!

HE HAS APPARENTLY SUMMONED IT HERE FOR REASONS NOT YET CLEAR!

IF I HADN'T SEEN THE BEYONDER DESTROY AN ENTIRE *GALAXY* I WOULDN'T BELIEVE THIS... BUT NOW... I GUESS IT'S GETTING EASIER TO ACCEPT THE IMPOSSIBLE!

NO, IT ISN'T, CYCLOPS!

WHAT ARE WE-ALL GOING TO *DO?*

YOU, *ROGUE*, AND THE OTHERS, WILL GO NOW AND PREPARE A SHIP! WE MAY HAVE TO MOVE QUICKLY AGAINST GALACTUS, IF AS XAVIER AND I FEAR, THIS EVENT FORESHADOWS HOSTILE ACTION ON HIS PART!

IN THE MEAN-TIME XAVIER AND I SHALL TRY A MORE *SUBTLE* APPROACH!

YOU HEARD ME! *GO!*

I AM THE LEADER OF THE X-MEN!

SINCE WHEN DO *YOU* GIVE US ORDERS?

THAT'S RIGHT!

...THOUGH WITH STAKES THIS HIGH PERHAPS *I* SHOULD BE, GIVEN MY EXPERIENCE!

LISTEN TO ME, MY X-MEN! UNTIL FURTHER NOTICE *I* SHALL GIVE THE ORDERS... HERE AND IN THE FIELD!

NOW PLEASE DO AS MAGNUS SAID! THERE IS NO TIME FOR DISCUSSION!

ALL RIGHT...

...FOR THE MOMENT, ANYWAY!

YOU MUST BE CAREFUL, MAGNUS! IMPERIOUSNESS FOR THE SAKE OF EXPEDIENCY IS NOT WISE!

LET US GET ON WITH IT, XAVIER!

AT THAT MOMENT, THOUSANDS OF MILES AWAY, AT THE MASSIVE FORTRESS CALLED **DOOMBASE**...

YES, LIFE WAS ***VERY*** DIFFICULT BEFORE THE ATOMIC ACCIDENT-- YOU KNOW, WHEN I GAINED ABSOLUTE MASTERY OF ALL MOLECULES!

PEOPLE ***ALWAYS*** MADE FUN OF ME AND ***HURT*** ME! DID I TELL YOU ABOUT THE CHICKEN-FEATHER INCIDENT IN JUNIOR HIGH SCHOOL?

YES! OH, YOU POOR, POOR BOY! I WISH ***I'D*** BEEN THERE TO HELP YOU!

YEAH, AFTER I BUSTED A COUPLE OF GUARDS' HEADS, THEY GIMME THIS SUCKER TO SLOW ME DOWN! BUT I JUST TURNED AROUND AND USED IT ON 'EM!

MINE'S A ***WRECKING BALL!***

HEY, HERE COMES THE MILKSOP AND HIS COW! ROMEO AND GUERNSEY!

MOOO-OOO!

TSK! LET'S GET AWAY FROM HERE, MARSHA!

WHY THOSE-- THOSE SCUM!

MY THERAPIST SAYS NOT TO REACT! LET'S JUST GO AND BE BY OUR-SELVES!

ONE MORE SOUND OUT OF YOU JERKS AND I'M GOING TO MAKE YOU VERY SORRY!

YEZ'M, MIZ NERD! 'EVENING, MR. NERD!

WHAT?!

WHO SAID THAT? WHO SAID...***THAT WORD?!***

WH-WHAT ABOUT IT?

I'LL SHOW YOU "WHAT ABOUT IT"!

HEY!
I CAN'T BELIEVE HOW *VOLCANA* MOTHERS THAT LITTLE WIMP! THE MIGHTY *MOLECULE MAN*--HAH!
WHAP!
THIS MIGHT BE INTERESTING...
YOU FILTHY FATBAG! I'M GOING TO--
YOU WON'T DO *ANYTHING*, BECAUSE I CONTROL ALL MOLECULES, AND I'M THE MOST POWERFUL PERSON IN THE UNIVERSE! SO THERE!
IZZAT SO? C'MON, GUYS!
LET'S REARRANGE HIS FACE MOLECULES!
GUYS...?
NICE DAY, HUH?
LITTLE CLOUDY...
HEY--! I... CAN'T MOVE!
AND ALL I DID WAS COMPRESS THE MOLECULES OF YOUR SUIT INTO AN ULTRA-HARD METAL-LIKE SUBSTANCE!
AND NOW, YOU'RE A PUSHOVER! TAKE THAT, SMARTY!
GOOD WORK, OWEN!
GLGGH!
SPLITCH!
THAT'S IT, EAT SOME *MORE* MUD, PILEDRIVER!
DO ANY OF YOU HAVE ANYTHING TO SAY?
UH... NOPE!
GGURGLMPH!

THAT'S "NO, *SIR*, MR. MOLECULE MAN!"

NO, SIR, MR. MOLECULE MAN...SIR!

YEAH... UH... NO PROBLEM!

YER OKAY BY ME, PAL!

COME ON, MARSHA! I'LL MAKE US A NICE FLYING CHARIOT OUT OF SOLIDIFIED AIR MOLECULES--

--AND WE'LL GO OFF SOMEPLACE AWAY FROM THEM!

THOSE STUPID COWARDS! WHY, I WOULD HAVE RIPPED THAT LITTLE TWERP IN HALF BEFORE HE COULD-- HEY! WHAT'S *THAT?*

COME *ON!* RIP THAT SUIT OPEN! HE CAN'T BREATHE!

I'M TRYIN'!. EVEN WITH MY CROWBAR IT'S NOT EASY! AND I CAN RIP ARMOR PLATE APART LIKE PAPER!

LOOK! LOOK UP THERE!

HUH?

NOW WHAT?

I DON'T EVEN WANT TO *KNOW* WHAT IT IS!

YEAH... I JUST HOPE IT'S ON OUR SIDE!

WHERE'S *DOOM?* HE'LL KNOW WHAT THAT THING IS! IT MIGHT EVEN BE HIS DOING!

AND, ELSEWHERE IN THE HUGE COMPLEX...

AT LAST! GALACTUS'S HOME HAS ARRIVED HERE...AS I KNEW IT WOULD!

AS HIS PLANS BECOME CLEAR TO ME, SO DO MY *OWN* PLANS CRYSTALIZE!

TIMING WILL BE CRITICAL!

ATTENTION, SERVITORS OF DOOM! PREPARE YOURSELVES FOR BATTLE! FROM THIS INSTANT ON YOU ARE ALL ON ***RED ALERT!*** YOU SHALL BE READY TO STRIKE AT A MOMENT'S NOTICE!

FAIL ME... AND YOU SHALL BE UTTERLY DESTROYED!

DOOM! I WOULD HAVE A WORD WITH YOU!

MY ORDERS WERE CLEAR, ***ENCHANTRESS!*** YOU WOULD DO WELL TO OBEY... IMMEDIATELY!

YOU CANNOT DECEIVE ME, DOOM! I SENSE THE ODDS AGAINST US...AND I AM AFRAID!

LOOK AT ME, VICTOR VON DOOM! I AM A GODDESS--! BEAUTIFUL... POWERFUL...***IMMORTAL!*** WHAT HAVE I TO GAIN HERE? I WANT NO PART OF THIS WAR!

SOME ***BARRIER*** PREVENTS ME FROM SIMPLY FLEEING THIS WORLD! I'VE TRIED! PERHAPS, THOUGH, IF YOU AND I COMBINED OUR TALENTS...WE COULD ESCAPE...***TOGETHER!*** YOU ARE SUCH A...***CLEVER*** MORTAL!

HOW WOULD YOU LIKE THE LOVE OF A GODDESS... FOR THE REST OF YOUR LIFE?

I WOULD NOT!

IF MY BEAUTY HOLDS NO CHARM FOR YOU...THEN LET US CONSIDER... YOUR ***OWN!***

I COULD ***REPAIR*** THE SCARS YOU HIDE BEHIND THAT IRON MASK!

MY FACE--? YOU COULD RESTORE ...MY FACE?!

EASILY!

NO! I KNOW ENOUGH ABOUT SORCERY TO REALIZE THE HIDDEN *PRICE* OF SUCH A FEAT!

SAVE YOUR TRICKS, ENCHANTRESS! YOU WILL NEED THEM, AND EVERY OUNCE OF POWER YOU POSSESS, IN THE COMING BATTLE!

DOOM, PLEASE--! I *BEG* THEE--!

I DON'T WANT TO DIE! YOU CANNOT IMAGINE WHAT IT IS FOR AN *IMMORTAL* TO FACE TOTAL, ULTIMATE DEATH!

ARE YOU FINISHED?

YOU SHALL... *REGRET* THIS...

YOU HAVE YOUR ORDERS, ENCHANTRESS! BEGONE!

VERY WELL, MADMAN! 'TIS *DONE!*

IS IT MADNESS, MY DEAR ENCHANTRESS, WHICH DRIVES A MAN OF MY GENIUS TO STRIVE FOR AN IMPOSSIBLE PRIZE...OR IS IT THE STRIVING FOR THAT WHICH IS EVER JUST OUT OF REACH WHICH PREVENTS MADNESS FROM OVERTAKING ME?

I DO NOT FEAR DEATH...

MEANWHILE, IN MAGNETO'S LAIR...

WHY IS IT *TAKING* SO LONG, XAVIER?

EVEN UNAWARES, HIS NATURAL MENTAL DEFENSES ARE STRONG BEYOND IMAGINING! ALL WE CAN DO IS KEEP PROBING ...PRESSING... *ENTREATING!*

MORE ENERGY, MAGNUS! *MORE--!* OPEN THE BARRIERS WITHIN YOUR CONSCIOUSNESS! LET ME TAP THE DEEPEST POOLS OF YOUR LATENT MENTAL POWERS!

IF WE CAN CONTACT *GALACTUS* MIND-TO-MIND WE MAY LEARN HIS PLANS...AND, PERHAPS *REASON* WITH HIM!

AT THAT MOMENT...

SEEMS PLAIN AS DAY TO ME--! HE'S GOING TO EAT THIS PLANET RIGHT OUT FROM UNDER US!

IZZAT RIGHT, REED?

I'M...NOT CERTAIN... BUT I'D LIKE TO TRY TO FIND OUT!

CAP! I ONCE SAVED GALACTUS'S LIFE!* I ALONE HAVE A CHANCE OF COMMUNICATING WITH HIM--!

IT'S AGAINST MY BETTER JUDGEMENT, REED! WE CAN'T AFFORD TO LOSE YOU!

I GUESS WHAT I'M SAYING IS...BE CAREFUL!

*FANTASTIC FOUR #244!

SHORTLY...

GALACTUS! *GALACTUS!*

HE'S COMPLETELY OBLIVIOUS TO ME-- BUT I *MUST* REACH HIM!

LISTEN TO ME! I THINK I KNOW WHAT YOU'RE PLANNING--AND IT IS *MADNESS!* IT WILL GUARANTEE *YOUR* DEATH AS SURELY AS OURS! YOU *KNOW* THIS--!

BUT, BACK AT MAGNETO'S FORTRESS...

IT IS NO USE! WE'RE LIKE GNATS TO GALACTUS! EVEN AT REST, HIS MENTAL DEFENSES ARE FAR TOO MUCH FOR US!

NO! MAGNETO IS NO INSECT! HE *MUST* ACKNOWLEDGE US!

IF WE MUST, WE'LL *BATTER* OUR WAY THROUGH!

MAGNUS, NO--! YOU'RE CAUSING A *SURGE*--!

THERE IS *ANOTHER* WAY, GALACTUS! YOU ARE OUR ONLY HOPE! *WITH* YOU WE MAY BE ABLE TO *APPROACH* THE BEYONDER--AND PERHAPS PUT AN END TO THIS INSANITY!

WHAT'S THIS?! HE GLANCED AWAY! BUT *WHY?*

*CLAWING AT THE FRINGES OF CONSCIOUSNESS SOMETHING GARNERS BUT A **FLICKERING** OF GALACTUS'S AWARENESS --*

*--AND BY SHEER REFLEX, A MASSIVE WAVE OF **PSIONIC FEEDBACK** INUNDATES THE SOURCE OF THE DISTURBANCE--*

--WITH DEVASTATING EFFECT!

AND, THEN...

=WHUFF!=

HE *NOTICED* ME--! BUT HE'S FORCING ME BACK WITH A TELEKINETIC BURST!

NO! DON'T! PLEASE--! HEAR ME OUT!

REED! WHAT HAPPENED?

WHATEVER DISTURBED GALACTUS AROUSED HIM SUFFICIENTLY TO MAKE HIM AWARE OF US AS WELL!

OH, WELL! YOU *TRIED*, REED--BUT THE BIG GUY JUST AIN'T GOT NO COUTH!

IF YOU'RE OKAY, THEN NO HARM DONE!

YOU DON'T UNDERSTAND--! WE'RE IN INCREDIBLE DANGER NOW! GALACTUS IS POINTEDLY AWARE THAT POTENTIAL PESTS--*US*--ARE NEAR AT HAND!

SO? HE GONNA SIC HIS *CAT* ON US OR SOMETHING?

"EXACTLY!"

HOLY TAMALE! WHAT THE HECK IS *THAT?*

THE "*CAT*" OBVIOUSLY--! SOME CONSTRUCT FOR DEALING WITH VERMIN!

WELL, DON'T JUST STAND THERE WAITING FOR IT TO HIT YA, HULK--!

SHEESH! HE MUST BE A LOVER, 'CAUSE HE SURE AIN'T A FIGHTER!

RRAKK!

I THINK WE'RE IN TROUBLE!

MEANWHILE, USING COMPLEX MODULES BEAMED DOWN FROM HIS MIGHTY HOME-SHIP, GALACTUS ASSEMBLES A MASSIVE MACHINE...UNDISTURBED!

BELOW...

GET BACK--! GIVE ME SOME ROOM TO USE MY *NOVA-INTENSITY* FLAME! THAT'LL STOP HIM!

CALL US A *CAB*, JUNIOR! AND DROP US A POSTCARD WHEN YER DONE--*OWW!*

--FRYIN' HIM!

AHHRRH!

MY SPIDER-SENSE IS GOING BONKERS--! GUYS, *LOOK OUT!*

OH, GEEZ--! TOO LATE!

IT'S FIRING SOME KIND OF GOOP THAT'S PARALYZING THEM!

THOR'S DOWN! WITH HIS HAMMER OUT OF THE FIGHT--!

DON'T *THINK* ABOUT IT! DO EXACTLY AS I TOLD YOU! OUR ATTACK MUST BE PERFECTLY COORDINATED!

THAT THING'S "GUN" MUST BE SILENCED-- AT ANY COST!

BOY, I *LOVE* THAT KIND OF TALK!

GOOD SHOT, CAP!

SOMETHIN' ABOUT THAT GUY--YOU JUST CAN'T LET HIM DOWN!

GOT 'IM, CAP!

GOOD THING THEY AIN'T NEVER HEARD OF RASSLIN' ON PLANET REMULAC! IF THIS GUY KNEW THE COUNTER MOVE FER THIS HOLD, I'D BE IN THE SOUP!

SO, IT *DOES* HAVE WEAK POINTS! OKAY--HIT HIM!

I'M COUNTING ON YOU!

HURRY UP, KID! EVEN WITH LEVERAGE, I CAN'T HOLD HIM LONG!

I HEAR YOU, ARMPIT-BREATH!

LET'S HOPE SOMETHING INSIDE IS MELTABLE!

KABLAMM!

WELL, LOOKEE THERE!

HE MUST FEEL LIKE HE ATE TOO MANY SARDINE SANDWICHES!

I BET *THAT* NEVER HAPPENED TO ONE OF THE BIG G'S TOYS BEFORE!

EVERYONE'S ALL RIGHT? GOOD!

I WISH I'D GOTTEN SOME LICKS IN!

I SUSPECT OUR CHANCES FOR GLORY SHALL ABOUND SOON, IRON MAN!

MAYBE REAL SOON--! MY SPIDER-SENSE IS BUZZING AGAIN! THERE'S DANGER NEAR--!

LOOK!

DOOM'S MEN!

THEY'RE BATTERED AND EXHAUSTED! EASY PICKINGS--!

BWHAAM!

YEAH? IF THAT *MOUNTAIN* WE DROPPED ON 'EM LAST TIME DIDN'T KILL 'EM, NO WAY THEY'RE EASY PICKINGS-- *EVER!*

THIS TIME WE KILL 'EM FOR SURE!

NOT FAR AWAY...

IT WASN'T SURPRISING TO DISCOVER THAT CAPTAIN AMERICA, REED RICHARDS AND THEIR LACKEYS HAD SOMEHOW SURVIVED THEIR APPARENT DEATH AT THE END OF OUR LAST ENCOUNTER!

AND, AS IT HAPPENS, THEIR PRESENCE HERE IS EXTREMELY CONVENIENT!

IT ELIMINATED THE NEED TO SEND MY FORCES IN A DIRECT ASSAULT ON GALACTUS--DURING WHICH THEY *SURELY* WOULD HAVE BEEN ANNIHILATED!

A SAVAGE BATTLE AGAINST THE HEROES IN GALACTUS'S IMMEDIATE VICINITY WILL SERVE JUST AS WELL, IF IT SUCCEEDS IN *DISTURBING* HIM AND DRAWING HIS ATTENTION!

A SPLIT SECOND IS ALL I NEED!

CUT DOWN THAT STAR-SPANGLED FOOL FIRST! WITH HIM DEAD, THE REST WILL BE EASY PICKINGS!

WE'RE IN TROUBLE! WE'RE TIRED ...BATTERED!

FALL BACK! GIVE GROUND BUT RETURN FIRE! KEEP SLUGGING! SLOW 'EM DOWN--!

ONCE WE BLUNT THE INITIAL THRUST, ON MY ORDER, DIG IN AND *HOLD!*

BUT, AS *ULTRON'S* ENERGY RAYS INTERSECTS *VOLCANA'S* AWESOME THERMAL BLASTS...

KABOOOM!

WHOA! LOOKS LIKE WE'RE A DEVASTATING COMBINATION, ULTIE!

THAT SOFTENED 'EM UP! LET'S FINISH 'EM!

STAY TOGETHER... KEEP FIGHTING! WE'RE NOT DONE YET!

WE'RE WITH YOU TILL THE LAST BREATH, CAP!

SUDDENLY...

X-MEN... ATTACK!

PRESS THEM HARD! THEIR POWER EXCEEDS OUR OWN! WE MUST STRIKE AS ONE!

ROGUE! YOU ARE LAGGING BEHIND! TITANIA IS CLOSING ON YOU, CUTTING YOU OFF FROM THE REST!

ROGUE! BEWARE--!

PROFESSOR, Y'ALL SHOULDN'T WORRY ABOUT ME SO!

KA B WHAAAM!

I WILL SMASH ALL OF YOU! YOU ARE WHAT KEEPS ME FROM MY KATYA!

HELP! HELP ME!

THIS ONE'S CRAZY! HE'S A BERSERKER!

THE ELEMENTS MARSHAL THEIR INFINITE MIGHT AT MY BECKONING! POWER SEETHES IN THE ROILING CLOUDS! NOW, AT MY COMMAND--

--STRIKE!

BAROOM!

SHE IS STORM, MUTANT MISTRESS OF THE ELEMENTS, AND ALL WHO BEHOLD HER HANDIWORK ARE AWED--ALL SAVE THOR, THE GOD OF THUNDER--

--AND GALACTUS! BUT EVEN THE MIGHTY PLANET-EATER CANNOT UTTERLY IGNORE THE RAGING GALE.

AND, IN THE MOMENT THAT HE PONDERS ITS POSSIBLE SIGNIFICANCE--

--CONCLUDING THAT TO HIM, IT HAS NONE--

--DOOM REACTS!

NOW!

AT TACHYON SPEED, DOOM'S JUMP-SHIP SPANS TWENTY-TWO MILLION MILES IN ONE HEARTBEAT--

--PASSING LIKE A WISP OF SUB-SPATIAL ETHER THROUGH THE WORLD-SHIP'S HULL!

G-GOT HIM! GOT HIM! NOW...I'LL KILL HIM... B-BEFORE HE KILLS US!

ARRGGH!

COLOSSUS!

GET AWAY FROM HIM!

EEYAHH!

AS THE BATTERED SERVANTS OF DOOM STRUGGLE TO THEIR FEET...

THEY FIGHT AS THOUGH POSSESSED! WHILE WE ARE TOGETHER AND I STILL HAVE STRENGTH ENOW, LET US BEGONE--BEFORE WE ARE OVERWHELMED! THIS DAY IS THEIRS!

NO! LET ME AT THEM AGAIN! I'LL--

SHUT UP, TITANIA!

THE ENEMY HAS FLED! TO THE SHIP--AT ONCE!

AS SOON AS WE GET COLOSSUS, PROFESSOR!

NO! HE MUST NOT BE MOVED! TO THE SHIP! NOW!

MOVE IT, WOLVERINE!

I--I DO NOT LIKE THIS, CYCLOPS! HOW CAN WE JUST LEAVE HIM?

GET INSIDE, NIGHTCRAWLER! THE PROFESSOR WILL EXPLAIN...

IT BETTER BE GOOD, CYCLOPS!

FOR ONCE I'M WITH YOU, WOLVERINE!

WHY THIS FOOLISH MEWLING? COLOSSUS WAS OBVIOUSLY GRAVELY INJURED! HE IS OF NO FURTHER USE TO US! WE CANNOT AFFORD TO BE ENCUMBERED BY CASUALTIES!

THE *X-MEN* STICK TOGETHER, BUCKET-HEAD--AND I GOT NO FURTHER USE FOR SCUM LIKE YOU! EVEN IF YOU *DID* MAGNETICALLY SHIELD US ALL WHEN GALACTUS SMASHED YOUR FORT...

THIS IS *WAR*, CRETIN!

SILENCE!

COLOSSUS'S INJURIES WERE SUCH THAT TO *MOVE* HIM WOULD KILL HIM! THERE IS A *HEALER* IN THAT VILLAGE WHO MAY BE ABLE TO SAVE HIS LIFE...AND I BELIEVE THAT CAPTAIN AMERICA AND COMPANY CAN BE TRUSTED TO DO HIM NO HARM!

AS AN INDEPENDENT ALLY OF CAPTAIN AMERICA'S GROUP WE WERE EXTREMELY EFFECTIVE. I BELIEVE WE SHOULD CONTINUE PLAYING A ROLE AS A "THIRD FORCE!" TO DO SO WE MUST ...KEEP OUR DISTANCE...EVEN IF IT MEANS LEAVING COLOSSUS BEHIND TEMPORARILY!

UNDERSTOOD?

AND, BACK AT THE VILLAGE...

JAH-NEE! Vath Hiks

I BET YOU'RE SAYING YOU WERE WORRIED, ZSAJI! ME, TOO, BABE!

HEY, HOTSHOT! WE'VE GOT A BADLY WOUNDED MAN HERE! CAN YOU GET YOUR MEDIC GIRLFRIEND TO TAKE A LOOK?

I'LL TRY...BUT WHO KNOWS IF SHE CAN HELP A *MUTANT*? I MEAN... THEY'RE NOT EXACTLY NORMAL HUMANS! HE'S A WHOLE DIFFERENT SPECIES!

Rrrrrhh!

LEMME GET THIS STRAIGHT...A GUY WHO CAN BURST INTO FLAMES HAS DOUBTS THAT THIS BROAD FROM PLANET MONGO CAN HELP THIS MUTANT DUDE? THANK GOD HE AIN'T *BLACK*, HUH?

KNOCK IT OFF, SHELLHEAD! YOU KNOW WHAT I MEANT!

WH-WHAT ARE YOU DOING? LEAVE ME ALONE!

HEY, CHILL OUT, JACK! SHE'S TRYING TO HELP!

I--I WANT NO HELP! STAY... A-AWAY!

A-ahh!!!

NOW YOU DONE GONE AND LOST YOUR PLACE IN LINE! YOU HAPPY?

HE'S *NUTS!* MAYBE THEY *ALL* ARE!

OH, WOW! THAT FEELS *SO* GOOD!

NICE WORK, LADY! YOU ARE *TERRIFIC!*

I'LL SAY! THAT HEALING TOUCH OF HERS IS BETTER THAN A WEEK IN INTENSIVE CARE!

AND SHE'S GORGEOUS, TOO! NOT A BAD PACKAGE!

SHE IS VERY BEAUTIFUL... AND VERY MUCH IN LOVE IT SEEMS WITH THE HUMAN TORCH!

WHY DOES THAT... *TROUBLE* ME? AND WHY CAN I NOT PICTURE KITTY IN MY MIND NOW?

ZSAJI! HER NAME IS ZSAJI...

STOP LOOKING AT HIM THAT WAY!

UH! OHH!

HOLD ON, MAN! HOLD ON!

YEAH... I KNOW! DUTY CALLS! CATCH YA LATER, DOLL!

OHH! THAT FEELS GOOD!

THANK YOU...

NEARBY...

IT TAKES GALACTUS SOME TIME TO COMPLETE THE ASSEMBLY, CAP! THERE'S NO TELLING EXACTLY HOW LONG THOUGH...

AND ONCE IT'S TOGETHER?

I PRESUME HE PLANS TO CONSUME THIS ENTIRE PLANET... PROBABLY DESTROYING US IN THE PROCESS...

AND THEREBY *WINNING* THE BEYONDER'S GAME!

I DOUBT THAT IT'S THAT SIMPLE, GALACTUS IS CALCULATING--PLANNING SOMETHING! I *FEEL* IT!

BUT WHAT? AND WHAT IS *DOOM* UP TO? WHY WASN'T HE WITH HIS LITTLE ARMY WHEN THEY ATTACKED?

AT THAT MOMENT, INSIDE THE HOME OF GALACTUS, THE MAN OF WHOM CAPTAIN AMERICA SPEAKS STANDS AWESTRUCK...TRANSFIXED...

HIS SENSES CANNOT ADEQUATELY TRANSMIT TO HIS BRAIN THE INDESCRIBABLE GRANDEUR THEY PERCEIVE--

--NOR CAN EVEN **HIS** MAGNIFICENT MIND FULLY GRASP THE UNIMAGINABLE CONCEPTS TO WHICH HIS SURROUNDINGS ATTEST!

MINUTES PASS, BEFORE, AT LAST, HE SPEAKS...

I ENTERED THIS PLACE AS SUBEXISTENT HYPER-ENERGY IN A VESSEL WHOSE TECHNOLOGY IS UNDREAMT OF BY MY KIND...WHOSE SIMPLE CONTROLS EVEN I COULD BARELY FATHOM...

AND NOW, I SEE THAT THE UNBELIEVABLE VEHICLE WHICH BROUGHT ME HITHER IS BUT A ***TOY***...AND I AM BUT A VIRUS ON THIS GREATEST OF WORLDS I NOW TREAD!

OTHER MEN WOULD SIMPLY ***BLIND*** THEMSELVES...OR FALL TO THEIR KNEES AND WORSHIP... OR PERHAPS, IF THEY WERE LESS LEARNED THAN I, THEY WOULD LACK THE WIT TO REACT AT ALL!

BUT I, VICTOR VON DOOM, SHALL FIND AN ANSWER HERE! NO! I SHALL FIND A ***WAY***--

--A WAY FOR THE VIRUS TO GROW... TO BECOME STRONG...TO ***OVERWHELM*** THIS MIGHTY PULSING WORLD-SHIP...

...AND THEN GALACTUS HIMSELF... AND THEN THE ***BEYONDER!***

AND THEN, "ANSWERS" ARE OF NO CONCERN--FOR THEY SHALL SIMPLY BE... MY WILL!

HOLD! WHAT'S ***THIS?!***

NEXT ISSUE:

THE WAY!

SON OF ULTRON